

Electronically Recorded

Tarrant County Texas

Official Public Records

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Mary Louise Garcia

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

STATE OF TEXAS

§

10586167

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

AMENDMENT TO OIL AND GAS LEASE

Electronically Recorded
Chesapeake Operating, Inc.

This Amendment of Oil and Gas Lease ("Amendment") is executed by Peter C. Edwards and Barbara Edwards, whose address is 7665 Parkwood Ln., Fort Worth, TX 76133 ("Lessor"), and Chesapeake Exploration, L.L.C., the address of which is P. O. Box 18496, Oklahoma City, Oklahoma 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 (collectively, "Lessee") for the purposes and considerations hereinafter expressed.

WHEREAS, Lessee is the current owner of the interest in and under that certain oil and gas lease (the "Lease") dated November 4, 2010 from Lessor to Chesapeake Exploration, L.L.C. recorded as document number D211003796, Real Property Records, Tarrant County, Texas.

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease and both desires to amend the Lease as follows.

1. Paragraph 1 is hereby **deleted** in its entirety and **replaced** by the following new Paragraph 1:

0.2358 acres of land more or less, being Lot 13, Block 57, of Parkwood Estates, an Addition to the City of Fort Worth, Tarrant County, Texas, being a tract of land out of the Ellis Littlepage Survey, Abstract No. 971, according to the Plat thereof recorded in Volume 388-109, Page 129, of the Plat Records of Tarrant County, Texas, and being more particularly described in Document No. D202282355 of the Deed Records, Tarrant County, Texas

in the County of Tarrant, State of TEXAS, containing **0.2358** gross acres, more or less (including any interests therein which Lessor may hereafter acquire by reversion, prescription or otherwise), for the purpose of exploring for, developing, producing and marketing oil and gas, along with all hydrocarbon and non hydrocarbon substances produced in association therewith (including geophysical/seismic operations). The term "gas" as used herein includes helium, carbon dioxide and other commercial gases, as well as hydrocarbon gases. In addition to the above-described leased premises, this lease also covers accretions and any small strips or parcels of land now or hereafter owned by Lessor which are contiguous or adjacent to the above-described leased premises, and, in consideration of the aforementioned cash bonus, Lessor agrees to execute at Lessee's request any additional or supplemental instruments for a more complete or accurate description of the land so covered. For the purpose of determining the amount of any shut-in royalties hereunder, the number of gross acres above specified shall be deemed correct, whether actually more or less.

2. In the event of a conflict between the terms and provisions of this Lease

TX0421082-000

Amendment and the terms and provisions of the Lease, the terms and conditions of this Lease Amendment shall prevail as to the extent of such conflict.

3. This Lease Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

4. This Lease Amendment may be signed in any number of counterparts, each of which shall be considered an original for all purposes, with the same effect as if the signatures thereto and hereto were upon the same instrument.

EXECUTED on the date(s) subscribed to the acknowledgements below, but for all purposes effective as of the Effective Date of the Lease, which is November 4, 2010.

LESSOR:

Peter C. Edwards

By: 

Printed Name: Peter C. Edwards

LESSOR:

Barbara Edwards

By: 

Printed Name: Barbara Edwards

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
a Oklahoma limited liability company


By: 

Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

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JAN

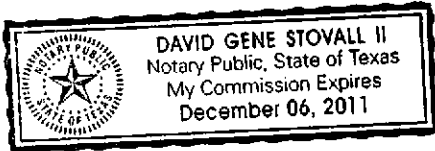
LESSEE:

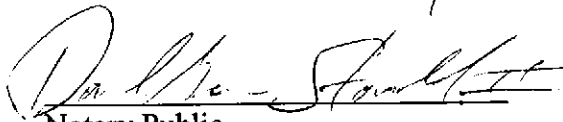
TOTAL E&P USA, INC.,
a Delaware corporation

By: 
Eric Bonnin
Vice President, Business Development & Strategy

STATE OF TEXAS §
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 17th day of January, 2011, by Peter C. Edwards and Barbara Edwards.



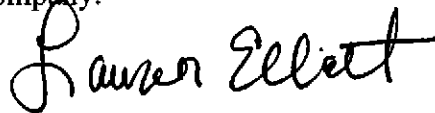

Notary Public

My Commission Expires: 12/6/2011
My Commission Number: N/A

STATE OF OKLAHOMA §
§
COUNTY OF Oklahoma §

This instrument was acknowledged before me on this 24th day of February, 2011, by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

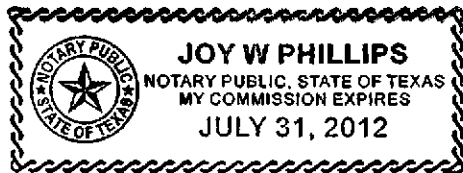




Notary Public, State of Oklahoma
Printed Name: Lauren Elliott
My commission expires: 5/15/2011

STATE OF TEXAS §
§
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 7th day of March, 2011,
by Eric Bonnia, Vice President, Business Development of **TOTAL E&P USA, INC.**, a Delaware
corporation, as the act and deed and on behalf of such corporation.
Signature



Signature
Notary Public in and for the State of Texas

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154